

**TELEPHONE COLLECTORS INTERNATIONAL INC.  
BY-LAWS**

As amended and effective May 16, 2010

**Article 1. Offices.**

- 1.01 The office of the corporation shall be at 104 North Chicago, Salina, Kansas 67401-2534
- 1.02 The corporation shall also have offices in the locality where the secretary resides, where the books of the corporation shall be kept; and in the locality where the treasurer resides, where the financial records of the corporation shall be kept.

**Article 2. Board of Directors.**

- 2.01 The board of directors (the board) shall manage the business and affairs of the corporation.
- 2.02 Each director shall be at least nineteen years of age.
- 2.03 The board shall consist of nine members, divided into three classes, with three members elected each year for a term of three years. A full term commences on July 1 of the year of the election and runs through June 30 three years later.
- 2.04 Elections of directors shall be conducted by mail ballot, which shall provide the opportunity for the member to write in the name of any other member or members for whom he wishes to vote. Election shall be by plurality of the votes cast. The results of the mail balloting shall be announced in the corporation's Journal, Singing Wires.
- 2.05 Members of the board may not serve more than three consecutive full terms of office.
- 2.06 A vacancy which occurs during an unexpired term shall be filled by the board until a successor can be nominated at the next annual election. At such election, the members of the corporation shall elect a person to fill the unexpired term.
- 2.07 Meetings of the board will normally be held approximately each month either in person (face-to-face) in conjunction with corporation sponsored exhibitions (shows) or by telephone conference call. When by telephone conference call, the term "presence" in these by-laws shall include "presence" on the telephone conference call and not be restricted to "face-to-face" presence.
- 2.08 At all meetings of the board, the presence of a majority of the entire board then in office shall constitute a quorum for the transaction of business. A majority of the directors present at the time and place of any meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present. Should a director be present and then leave a meeting resulting in less than a quorum being present, then the directors present shall adjourn until a quorum is present.
- 2.09 At all meetings of the board, each director present shall have one vote. The action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board.
- 2.10 Special meetings of the board may be held whenever called by the president or by three of the directors, at such time and place or manner as may be specified in the notice.
- 2.11 Notice of regular and of special meetings of the board shall be furnished to each board member in a manner calculated to give each director actual notice of the meeting, including the date, time, and location (where a face-to-face meeting is called). Notice may be given by e-mail, by telephone call, or in writing by regular postal service delivery. Notice should be sufficiently in advance of the meeting to permit the director to reflect on the business to be conducted and to arrange his affairs, insofar

as possible, to attend. Notice should include the business to be conducted, and preferably include the proposed resolutions to be considered.

2.12 At meetings of the board, the president of the corporation shall preside, and in the president's absence, the vice president shall preside, and in the vice president's absence, a presiding officer pro-tem shall be chosen by the members of the board. However, if the business of the meeting includes the removal of the president, the directors shall choose a director (other than the president) to preside at the meeting.

2.13 Members of the corporation may attend "face-to-face" meetings of the board except at such time as the board resolves to meet in executive session to discuss: the hiring, appointment, reappointment, or dismissal of personnel of the corporation; the denial of membership to an applicant; the necessity of holding a disciplinary hearing; any matter which will cause undue embarrassment to a member; or litigation or potential litigation. Members may also attend periodic meetings of the board held by telephone conference call. Such attendance shall be arranged in advance by a written request (email or postal) to the President outlining the reason(s) for attendance. Upon approval by the President, the Secretary will provide said member(s) with directions for joining the conference call.

2.14 Any director may resign at any time by giving written notice to the secretary of the corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

2.15 A director may be removed for cause by action of the board.

2.16 The board may from time to time designate committees as it may deem desirable.

2.17 Meetings shall be conducted in accordance with the latest version of Roberts Rules of Order.

### **Article 3. Membership.**

3.01 Any person or organization sympathetic with the purposes of this corporation may apply for membership. Admission to membership shall be available without reference to race, ethnic origin, religion, age, sex, or handicap. Membership numbers shall not be issued.

3.02 With the application for membership, the applicant shall submit dues for the year. Members joining after January will be entitled to have access to Journals published earlier in the year. Thereafter, on or before January 1 of each year, the member shall submit annual dues. Annual amounts dues shall be determined by resolution of the board.

3.03 Membership shall be terminated upon failure to pay dues, upon death, resignation, expulsion, or dissolution and liquidation of the corporation.

3.04 Expulsion of a member or other disciplinary action against a member shall be for cause only. Cause shall include conduct unbecoming a member or prejudicial to the aims or repute of the corporation. Any prejudicial conduct brought to the attention of the president shall initially be evaluated by him, and he may, before sending a notice of charges, suspend the member's privileges pending further proceedings. Disciplinary action must be preceded by notice of the charges in writing, which shall be sent to the member by certified mail return receipt requested. If no response is received within the time allotted therefore, the member will be deemed expelled by operation of these by-laws. If a written response is received, the president shall determine whether to suspend the member's privileges until a final determination is made by the board. The board shall then make a determination, based wholly upon the written documents, or if the member requests, upon the written documents and upon any oral representations and testimony of the member and/or any other person, and such testimony and information shall be given to a person designated by the board for that purpose. The board may determine to censure the member, suspend the member for a specific period of time, expel the member,

or may require rescission and restitution in connection with sales or trades of old telephones or related items. If a member is expelled he shall be entitled to the refund of a pro-rata portion of his dues including the full month in which the expulsion occurred.

#### **Article 4. Nominating Committee.**

4.01 A nominating committee of three members is elected each year at the same time directors are elected. Once elected the Nominating Committee shall elect its own Chairman from among its members.

4.02 It shall be the duty of the nominating committee to recommend to the members of the corporation election of persons as directors and as members of next year's nominating committee. The nominating committee shall recommend at least four but not more than six members for the three director positions of the corporation to be filled. Should the election of another director be required due to a vacancy (see para. 2.06), then at least five but not more than seven members shall be nominated. Only three members shall be nominated for the nominating committee. Blanks shall be provided on mail ballots to enable a member of the corporation to write-in any name he may choose for director or for member of the nominating committee. The Chairman shall be responsible for coordinating the business of the committee in contacting and securing the consent and agreement from the persons selected for nomination to the board and to next year's nominating committee. The committee shall obtain brief biographies, prepared by the candidates, along with photographs, to be forwarded to the Editor of Singing Wires no later than February 25, for inclusion in the March issue without prior review and approval by the board of directors or other officers.

4.03 The nominating committee's report shall be sent directly to the members of the corporation in the March Singing Wires Journal each year. The nominating committee shall not place in nomination the name of any nominating committee member for the office of director. The nominating committee shall seek to avoid geographic concentration of members of the board of directors. The nominating committee shall be aware of the talents of directors whose terms will be expiring, i.e. secretary or treasurer, and endeavor to nominate members who will be able to succeed those officers.

#### **Article 5. Officers.**

5.01. The officers of the corporation shall consist of a president, a vice president, a secretary, a treasurer, and such other officers as may be deemed necessary by the board. The president, vice president, secretary and treasurer shall be elected by the board and shall serve a term of one year running from July 1 through June 30 of the following year or until a successor has been elected. The president shall be the chief executive officer of the corporation and shall preside at all meetings of the board.

5.02 The Executive Committee shall consist of the president, vice-president, secretary, and treasurer. The executive committee shall act for the board of directors between scheduled meetings of the board. The executive committee shall act only in accordance with the vote of a majority of the members of the executive committee, and its resolutions shall be filed in the minute book of the corporation and be numbered consistently with the resolutions of the full board. All resolutions adopted by the executive committee shall be included in the "old business" section of the agenda of the next meeting of the board, so as to give notice to the full board of the executive committee's acts.

5.021 Duties of the President: Supervise the routine daily activities of the corporation, including those which have been delegated to the vice president, the secretary, the treasurer, and the other officers or employees. He shall preside at all meetings of the board; ensure the By-laws are observed, enforced and current, represent the corporation in relations with other organizations; and be authorized as a signatory on the corporation's bank account(s.)

5.022 Duties of the Vice President: Serve in the capacity of president in the president's absence and perform such other duties as may be assigned by the President.

5.023 Duties of the Secretary: Prepare the agenda and draft resolutions for meetings of the membership and for meetings of the board; serve as the recording officer and publish the minutes of all meetings; maintain and preserve the minutes book of the corporation; prepare and file the annual not-for-profit corporation report with the Kansas Secretary of State by the statutory date for the filing of such reports; establish and maintain the corporation's permanent records; be responsible for conducting annual elections for the board and the nominating committee, except that the tabulating of votes in elections when the secretary is a candidate for reelection to the board, in which case the board shall designate another of its members to perform this function; and transfer the corporation's records promptly and within a maximum of thirty (30) days to a successor secretary after such successor has been duly elected by the board of directors.

5.024 Duties of the Treasurer: The duties of the treasurer shall be to establish and maintain the financial journal of receipts and expenditures; promptly and accurately record all financial transactions in accordance with generally accepted accounting practices; prepare and maintain the corporation's financial balance sheet of assets and liabilities; serve as the interface between the corporation and its vendors, suppliers, contractors and financial institutions, the Internal Revenue Service and state tax authorities (if required); comply with all requirements of the Internal Revenue Service applicable to non-profit 501(c)(3) organizations which shall include the filing of Federal (Form 990-N); issue and submit income reporting forms required by tax authorities with respect to amounts paid to independent contractors (IRS Form 1099-MISC); issue reports on the financial results of the corporation's telephone exhibitions; provide monthly financial reports to the board; prepare and submit annually to the board a proposed budget for the coming year: and transfer the treasurer's records promptly and within a maximum of thirty (30) days to a successor treasurer after such successor has been duly elected by the board of directors. The Treasurer shall also coordinate with the Webmaster to ensure proper administration of the TCI PayPal account. Accumulated funds shall be downloaded each month from PayPal to the checking account and monthly PayPal reports downloaded and placed in the Treasurer's files.

5.03 Other Assigned Responsibilities. The corporation shall have a Membership Chairman and a Webmaster. These positions are voluntary and the holders thereof are not officers, per se, although officers may perform these duties and as such shall become a part of that officer's responsibilities.

5.031 Duties of the Membership Chairman: Maintain the official member database; receive and process all new and renewal memberships; deposit dues payments; print labels each month for the mailing of the corporation's Journal; mail the monthly Journal including any inserts for renewals, show notices, election ballots, etc.; prepare monthly reports of membership statistics for the board.

5.032 Duties of the Webmaster: Maintain the Corporation's web page including setting up the new members' areas; ensure on-line membership forms are correct; upload current e-versions of the corporation's Journal; maintain the email forwarding on the Control Panel for officers and committee chairs; post information on upcoming events, shows and exhibitions; upload scans of diagrams, schematics and other material to the TCI Library; and coordinate with the listserve moderator(s) to ensure proper conduct thereon.

5.04 Any officer may resign at any time by giving written notice of such resignation to the president or to the secretary of the corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

5.05 Any officer may be removed, either with or without cause, and a successor elected, by a majority vote of the board.

5.06 A vacancy in any office by reason of death, resignation, inability to act, disqualification, or other cause, shall be filled by a majority vote of the board.

5.07 Officers of the corporation shall, unless otherwise provided by the board, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be set forth in these by-laws, or may from time to time be specifically conferred or imposed by the board.

5.08 If the board shall so require, any officer, employee, or agent of the corporation, shall execute to the corporation a bond in such sum, and with such surety or sureties, as the board may direct, conditioned upon the faithful performance of his duties to the corporation, including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands. The cost of the bond shall be paid by the corporation.

#### **Article 6. Fiscal Matters.**

6.01 The fiscal year of the corporation shall be from January 1 through December 31 of each calendar year.

6.02 All items pertaining to the annual budget, including the proposed dues, shall be determined by the board.

6.03 The treasurer shall be allowed to make expenditures or disburse money for corporation operations, in accordance with the budget, without prior approval of the board. The treasurer shall submit a written report at the end of each month to members of the board. This report shall detail all income and disbursements for the month. The Treasurer's records shall be available for inspection by the board at any time.

6.04 Members of the board shall receive no compensation from the corporation's funds for expenses incurred in attending corporation exhibits and meetings.

6.05 The financial accounts of the corporation shall be audited annually. The scope of the audit shall be determined by the board. The annual financial statement shall be presented in summary form to the members of the corporation in the corporation's Journal.

#### **Article 7. Journal**

7.01 The corporation shall publish a Journal. Such publication of the Journal shall be accomplished by a contract, executed annually, with an independent contractor. The agreement between the independent contractor and the corporation shall include the following:

The purpose of the Journal is to educate its readers about the history of telephony, including the history of telephone apparatus, technology, companies and persons

Members of the corporation may continue to advertise items wanted and for sale or trade, but this shall not be the focus of the publication. Telephones, telephone parts, telephone switches, telephone apparatus and related items may be advertised in the Journal. Literature, books and ephemera related to telephony may be advertised. New or 'reproduction' replacement parts, such as cordage, labeled as reproduction, may also be advertised.

The board will take active steps to encourage the submission of educational articles for publication in the Journal. One need not be a member of the corporation to submit an article for the Journal.

7.02 There may be times when the independent contractor does not possess adequate knowledge of telephony. At such time an Editorial Advisory Board shall be appointed by the President to assist the independent contractor in selection of articles and other content of the Journal,

7.03 The frequency of the Journal, its media (hardcopy or electronic), and other specifics will be as agreed upon between the corporation and the independent contractor.

#### **Article 8. Exhibitions**

8.01 Telephones, telephone parts and related items may be displayed and offered for trade or sale at exhibitions or shows sponsored or authorized by the corporation. New or reproduction replacement parts, such as cordage, held out to be reproduction, may also be displayed and offered for trade or sale.

8.02 For exhibitions (shows) the board shall approve a member to be the host. The host may select other members to assist in this task. The host shall make all necessary arrangements for the exhibition (show) including the submission to the board four months in advance of the event date for its approval, a budget estimating all income and expense including registration fees. All income from registrations will be submitted to the Treasurer for deposit. Registrations made via PayPal will be accounted for by the Treasurer to the host. The host may elect to cover most if not all expenses by credit card. Detailed receipts for such expenses may then be submitted to the Treasurer for reimbursement. The host may elect to have certain bills paid directly by the Treasurer. Pricing for registration fees shall be determined by the host. Such arrangements shall be delineated in the budget proposal submitted to the board for approval. It is the objective of the corporation for exhibitions to break even or finish in the black. Income from registrations (including table rentals) and auction proceeds exceeding the cost of the event, shall be allocated to the corporation's reserves.

8.03 Exhibitions (shows) authorized by or sponsored by the corporation shall be open to the public during at least a portion of the exhibit.

8.04 The show host may, at his discretion, charge a separate fee for the rental of table space with the privilege of selling items.

8.05 At no time shall a show host make any commitment for the guarantee of a minimum number of guest room rentals or any other personal expenses of those in attendance. See the "Rule Book for Show Hosts" for more detailed information.

#### **Article 9. Miscellaneous.**

9.01 The corporate seal, if any, shall be in such form as shall be approved from time to time by the board.

9.02 The motto of the corporation shall be "A Historical Society," and shall appear on corporation literature and letterhead underneath the name of the corporation.

9.03 Wherever the pronoun "his" appears in these by-laws it shall be interpreted as applying to the incumbent of that office irrespective of the gender of said incumbent.

#### **Article 10. Amendments.**

10.01 All by-laws of the corporation shall be subject to alteration or repeal, and new by-laws may be made, by the affirmative vote of two-thirds of the members of the board.

10.02 The board shall have power to make, adopt, alter, amend and repeal, from time to time, by-laws of the corporation. The board shall have no power to change the quorum of the board, or to change any provisions of the by-laws with respect to removal of directors or the filling of vacancies in the board resulting from the removal by the members of the corporation.